

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

Hearing Date: November 26, 2019  
Hearing Time: 11:00 a.m.

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In re	:	Chapter 11
	:	
TRIDENT HOLDING COMPANY,	:	Case No. 19-10384 (SHL)
LLC <i>et al.</i> ,	:	
	:	Jointly Administered
Debtors.	:	
	:	
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**RESPONSE OF THE UNITED STATES TRUSTEE  
REGARDING FEE APPLICATIONS FOR SECOND  
INTERIM AND FINAL AWARDS OF COMPENSATION AND  
REIMBURSEMENT OF OUT-OF-POCKET EXPENSES**

TO: THE HONORABLE SEAN H. LANE,  
UNITED STATES BANKRUPTCY JUDGE:

William K. Harrington, the United States Trustee for Region 2 (the “United States Trustee”), respectfully submits this omnibus response (the “Response”) to the final interim fee applications (the “Applications”) of the retained professionals (the “Retained Professionals”) seeking awards of compensation and reimbursement of out-of-pocket expenses for the period June 1, 2019<sup>1</sup> through September 20, 2019 (the “Final Interim Fee Period”) set forth below:

Name	Period- Interim	Fees [Final]	Expenses
Skadden, Arps, Slate, Meagher & Flom LLP Counsel to the Debtors	6/1/19- 9/18/19	\$5,234,008.25 [\$9,932,785.95]	\$260,696.11 [\$396,771.83]
Togut, Segal & Segal Co-Counsel to the Debtors	6/1/19- 9/18/19	\$1,396,669.00 [\$2,672,325.75]	\$11,077.14 [\$19,783.24]
Alston & Bird LLP Special Counsel for the Debtors	4/1/19- 9/20/19	\$1,003,576.50 [\$1,003,576.50]	\$545,160.93 [\$545,160.93]

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<sup>1</sup> Alston & Bird LLP filed a first and final fee application for the period April 1, 2019 through September 20, 2019.

PJT Partners LP Investment Bankers to the Debtors	6/1/19- 9/20/19	\$4,300,000.00 [\$5,351,785.71]	\$3,526.73 [\$5,223.01]
RSM US LLP Auditor to the Debtors	6/10/19- 9/18/19	\$9,676.00 [\$274,676.00]	\$0.00 [\$15,656.00]
Ankura Consulting Group, LLC Financial Advisor to the Debtors	6/1/19- 9/20/19	\$3,155,381.33 [\$5,097,980.33]	\$163,077.80 [\$261,026.01]
BDO USA, LLP Tax Advisor for the Debtors	5/1/19- 9/18/19	\$27,598.50 [\$,99,665.00]	\$0.00 [\$0.00]
Kilpatrick Townsend & Stockton LLP Counsel to the Committee	6/1/19- 9/18/19	\$700,685.50 [\$2,092,493.50]	\$2,858.94 [\$24,726981.33]
Alix Partners, LLP Financial Advisors to the Committee	6/1/19- 9/18/19	\$239,678.50 [\$1,511,339.75]	\$232.96 [\$2,242.19]
	<b>Totals</b>	\$16,067,273.58 [\$28,036,628.49]	\$986,630.61 [\$1,270,844.54]

## I. JURISDICTION, VENUE, AND STATUTORY PREDICATE

1. The Court has jurisdiction over these matters pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper pursuant to 28 U.S.C. § 1408.

2. The statutory predicates are Sections 330 and 331 of title 11, of the United States Code (the “Bankruptcy Code”). These matters were initiated pursuant to Rule 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the “General Order M-447”), and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 (the “UST Guidelines,” together with General Order M-447, the “Guidelines”).

## II. FACTUAL BACKGROUND

### A. General Background

1. On February 10, 2019, Trident Holding Company, LLC and its debtor affiliates (the “Debtors”) filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. ECF Doc. No. 1.

2. Trident provides bedside diagnostic and related services in the United States, with operations in more than 35 states serving more than 12,000 post-acute care, assisted living facilities, and correctional facilities. Declaration of David F. Smith, III at ¶ 6, ECF Doc. No. 17.

3. On February 20, 2019, the United States Trustee appointed an Official Committee of Unsecured Creditors (the “Committee”) pursuant to Section 1102(a) of the Bankruptcy Code. ECF Doc. No. 91.

### B. Confirmation of the Plan and Effective Date

4. On September 18, 2019 the Court entered an order confirming the *Second Modified Second Amended Joint Plan of Reorganization of Trident Holding Company, LLC and its Debtor affiliates* (ECF No. 852).

5. On September 20, 2019 the Plan became effective.

## III. RESPONSE

### A. Debtors’ Professionals

#### 1. Skadden, Arps, Slate, Meagher & Flom LLP

Skadden, Arps, Slate, Meagher & Flom LLP seeks the allowance of fees aggregating \$5,234,008.25 and reimbursement of out of pocket expenses aggregating \$260,696.11 for the Final Interim Period. The Applicant has voluntarily (i) reduced its request for fees in the amount

of \$11,845.20 in connection with issues relating to time records and (ii) reduced its request for reimbursement of expenses in the amount of \$1,143.35.

**2. Togut Segal & Segal LLP**

Togut Segal & Segal LLP seeks the allowance of fees aggregating \$1,396,669.00 and reimbursement of out-of-pocket expenses aggregating \$11,077.14 for the Interim Fee Period. The Applicant has voluntarily reduced its request for fees in the amount of \$1,486.70 in connection with issues relating to time records.

**3. Alston & Bird LLP**

Alston & Bird LLP seeks the allowance of fees aggregating \$1,003,576.50 and reimbursement of out-of-pocket expenses aggregating \$545,160.93 for the Interim Fee Period. The Applicant has voluntarily reduced its request for fees in the amount of \$10,249.80 in connection with issues relating to time records.

**4. PJT Partners LP**

PJT Partners LP seeks an allowance of fees aggregating \$4,300,000.00 and reimbursement of expenses aggregating \$3,526.73 for the Interim Fee Period. The United States Trustee does not object to the request for fees or reimbursement of out-of-pocket expenses.

**5. Ankura Consulting Group, LLC**

Ankura Consulting Group, LLC seeks an allowance of fees aggregating \$3,155,381.33 and reimbursement of expenses of \$163,077.80 for the Final Interim Period. The United States Trustee does not object to the request for fees or reimbursement of out-of-pocket expenses.

**6. RSM US LLP**

RSM US LLP seeks an allowance of fees aggregating \$9,676.00 and reimbursement of expenses of \$0.00 for the Final Interim Period. The United States Trustee does not object to the request for fees or reimbursement of out-of-pocket expenses.

**7. BDO USA, LLP**

BDO USA, LLP seeks an allowance of fees aggregating \$27,598.50 and reimbursement of expenses of \$0.00 for the Final Interim Period. The United States Trustee does not object to the request for fees or reimbursement of out-of-pocket expenses.

**B. Committee's Professionals**

**1. Kilpatrick Townsend & Stockton LLP**

Kilpatrick Townsend & Stockton LLP seeks an allowance of fees aggregating \$700,685.50 and reimbursement of out-of-pocket expenses aggregating \$2,858.94 during the Interim Fee Period. The Applicant has voluntarily (i) reduced its request for fees in the amount of \$2,278.75 in connection with issues relating to time records and (ii) reduced its request for reimbursement of expenses in the amount of \$332.42.

**2. Alix Partners, LLP**

Alix Partners, LLP seeks an allowance of fees aggregating \$239,678.50 and reimbursement of out-of-pocket expenses aggregating \$232.96 during the Interim Fee Period. The United States Trustee does not object to the request for fees or reimbursement of out-of-pocket expenses.

#### IV. CONCLUSION

WHEREFORE, the United States Trustee respectfully submits that the Court enter an order (i) reducing the fees allowed to the Retained Professionals by the appropriate amounts, (ii) reducing the reimbursement of expenses to the Retained Professionals by the appropriate amounts, and (iii) granting such other relief as is just.

Dated: New York, New York  
November 21, 2019

Respectfully submitted,

WILLIAM K. HARRINGTON  
UNITED STATES TRUSTEE, REGION 2

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